

ASBJORNSON NORMAN H
Form 4
March 12, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ASBJORNSON NORMAN H

2. Issuer Name and Ticker or Trading Symbol
AAON INC [AAON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
AAON INC, 2425 SOUTH YUKON

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

(Street)
TULSA, OK 74107

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$.004 | 03/11/2019 | | A | (A) or (D) 3,000 (1) | \$ 0 9,057,326 | D | |
| Common Stock, par value \$.004 | | | | | 154,000 | I | Private Foundation |
| Common Stock, par value \$.004 | | | | | 554,108 | I | Trustee of trusts |
| Common Stock, par | | | | | 6,868 | I | 401(k) Plan |

value \$.004

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 23.57 | | | | | 02/26/2016 | 02/26/2025 | Common Stock | 38,320 |
| Stock Option (Right to Buy) | \$ 34.4 | | | | | 02/22/2018 | 02/22/2027 | Common Stock | 35,870 |
| Stock Option (Right to Buy) | \$ 20.92 | | | | | 01/26/2017 | 01/26/2026 | Common Stock | 34,990 |
| Stock Option (Right to Buy) | \$ 36.95 | | | | | 01/02/2019 | 01/02/2028 | Common Stock | 115,700 |
| Stock Option (Right to Buy) | \$ 41.37 | | | | | 03/11/2020 | 03/11/2029 | Common Stock | 190,000 ⁽¹⁾ |

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Director 10% Owner Officer Other

ASBJORNSON NORMAN H
AAON INC
2425 SOUTH YUKON
TULSA, OK 74107

X X CEO

Signatures

Norman H.
Asbjornson

03/12/2019

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Equity award granted under the Issuer's 2016 Long-Term Incentive Plan, vesting ratably on each of the first five anniversaries of the date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.